

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: **Chapter 11 Case No.**
:
DELPHI CORP., et al., : **05-44481 (RDD)**
:
: **(Jointly Administered)**
Debtors. :
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**ORDER AMENDING AND SUPPLEMENTING MODIFICATION PROCEDURES
ORDER (DOCKET NO. 17032) AND SUPPLEMENTAL MODIFICATION
PROCEDURES ORDER (DOCKET NO. 17376)**

(“Second Supplemental Modification Procedures Order”)

This Order is entered by the Court to amend and supplement the Modification Procedures Order dated June 16, 2009 (Docket No. 17032) (the “**Modification Procedures Order**”) and the Supplemental Modification Procedures Order dated June 29, 2009 (Docket No. 17376) (the “**Supplemental Modification Procedures Order**”); due and appropriate notice having been provided, and no other or further notice being necessary; and the Court having determined, following a chambers conference on July 16, 2009 attended by representatives of all potential bidders, the Debtors, the Creditors’ Committee, GM and the United States, that there is good and sufficient cause for the relief provided herein,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Modification Procedures Order and the Supplemental Modification Procedures Order shall be deemed amended and supplemented by this Order, and shall continue in full force and effect as so amended and supplemented.

2. Paragraph 4 of the Modification Procedures Order shall be amended by adding the following sentence at the end of such paragraph: “Notwithstanding the foregoing, the Debtors shall file their reply to (i) the objections filed as dockets number 18283, 18300 and 18296 and (ii) any objections filed pursuant to paragraph 45 of the Modification Procedures Order, no later than July 22, 2009.”

3. Paragraph 45 of the Modification Procedures Order shall be amended by deleting the date “July 20, 2009” and replacing it with the date “July 22, 2009”.

4. The introductory paragraph under the heading “Auction” on page 6 of the Supplemental Procedures (as defined in the Modification Procedures Order) shall be amended by deleting the phrase “10:00 a.m. (prevailing Eastern time) on July 17, 2009” and replacing it with “11:00 a.m. (prevailing Eastern time) (or such later time as the Debtors may provide, after consultation with the Creditors’ Committee) on July 21, 2009”.

5. Section 6.F of the Supplemental Modification Procedures Order shall be amended by deleting the first sentence thereof and replacing it with the following sentence: “Promptly upon the commencement of the Auction (the “**Pure Credit Bid Deadline**”), the Administrative Agent shall state on the record whether a Pure Credit Bid will be made.”

6. In the event, with respect to the matters covered by this Order, there is any inconsistency between the provisions of this Order on the one hand, and the Modification Procedures Order, the Supplemental Procedures or the Supplemental Modification Procedures Order on the other, the provisions of this Order shall govern.

7. This Court shall retain jurisdiction to enforce and implement the terms or this Order.

Dated: July 17, 2009
New York, New York

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE